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3/21/2018 8:37:00 AM \$16.00
Book - 10657 Pg - 3838-3841
ADAM GARDINER
Recorder, Salt Lake County, UT
FIRST AMERICAN TITLE
BY: eCASH, DEPUTY - EF 4 P.

RECORDING REQUESTED BY:
WHEN RECORDED MAIL TO:

VP DAYBREAK OPERATIONS LLC
11248 Kestrel Rise Road, Suite 201
South Jordan, UT 84009
Attention: Ty McCutcheon

(Tax Identification No.: 26-23-151-002-0000)

(Space Above for Recorder's Use Only)

NOTICE OF RIGHT OF FIRST REFUSAL

NOTICE IS HEREBY GIVEN THAT **VP DAYBREAK OPERATIONS LLC**, a Delaware limited liability company ("**Seller**"), and **BOARD OF EDUCATION OF JORDAN SCHOOL DISTRICT**, a body corporate and politic of the State of Utah ("**Buyer**"), have entered into that certain Purchase and Sale Agreement and Joint Escrow Instructions, dated January 16, 2018 (the "**Purchase Agreement**"), regarding that certain real property more particularly described on **Exhibit A** attached hereto and incorporated herein by reference (the "**Property**").

Pursuant to the terms of the Purchase Agreement, in the event Buyer determines to sell the Property prior to the construction of the Elementary School (as defined in the Purchase Agreement), or receives an acceptable bona fide offer to purchase the Property prior to the construction of the Elementary School which Buyer desires to accept (in both cases, an "**Offer**"), Buyer, before making any agreement to sell, shall give written notice to Seller stating Buyer's desire to sell and a copy of the Offer containing the material terms and conditions thereof. Seller shall have the exclusive right for forty-five (45) days after receiving such notice to elect to purchase the Property which is the subject of the Offer upon the terms and at the purchase price set forth in Section 13 of the Purchase Agreement. This Right of First Refusal shall automatically terminate and have no further force or effect on the date the Elementary School is constructed on the Property and opened to the public.

[Signatures on Following Pages]

BUYER:

BOARD OF EDUCATION OF JORDAN SCHOOL DISTRICT,
a body corporate and politic of the State of Utah

By: Janice Voorhies
Name: Janice Voorhies
Title: President

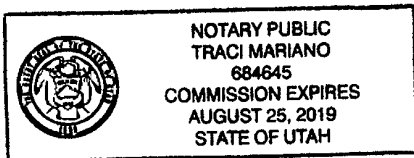
By: [Signature] *df.*
Name: John Larsen
Title: Business Administrator

ACKNOWLEDGMENT

STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)

On March 19th, 2018, personally appeared before me, a Notary Public, Janice Voorhies, the President for the **BOARD OF EDUCATION OF JORDAN SCHOOL DISTRICT**, a body corporate and politic of the State of Utah, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of **BOARD OF EDUCATION OF JORDAN SCHOOL DISTRICT**, a body corporate and politic of the State of Utah.

WITNESS my hand and official Seal.



Traci Mariano
Notary Public in and for said State

My commission expires: Aug 25, 2019

[SEAL]

**EXHIBIT A
TO NOTICE OF RIGHT OF FIRST REFUSAL**

LEGAL DESCRIPTION

LOT C-101, DAYBREAK VILLAGE 8, VILLAGE 9 & VILLAGE 13 SCHOOL SITE
SUBDIVISION AMENDING LOT V5 OF THE KENNECOTT MASTER SUBDIVISION #1
AMENDED & LOTS Z101 & Z105 OF THE VP DAYBREAK OPERATIONS-
INVESTMENTS PLAT 1, ACCORDING TO THE OFFICIAL PLAT THEREOF ON FILE
AND OF RECORD IN THE SALT LAKE COUNTY RECORDER'S OFFICE.

Tax Parcel # 26-23-151-002-0000